

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-4481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF UTAH)
) ss:
COUNTY OF Salt Lake)

Kenneth E. Horton, being duly sworn, deposes and says:

1. I am a principal of KIRTON & McCONKIE, a firm maintaining its offices at 60 East South Temple, Suite 1800, Salt Lake City, UT 84111.

2. Neither I, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. I have represented and advised the Debtors with respect to a broad range of aspects of the Debtor's businesses, including legal services for intellectual property.

4. The Debtors have requested, and I have agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and I propose, to render the following services to the Debtors: intellectual property legal services.

5. My current fee arrangement is based on an hourly basis billed at a rate of \$250.00/hour in 2005. The rate will become \$280/hour in 2006.

6. Except as set forth herein, no promises have been received by me, nor any partners, auditor or other member thereof as to compensation with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy

Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

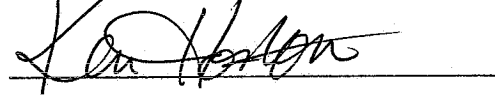
7. I have no agreement with any entity other than my current law firm (KIRTON & McCONKIE) to share with such entity any compensation received by the Debtors.

8. KIRTON & McCONKIE and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. KIRTON & McCONKIE does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which KIRTON & McCONKIE is to be engaged.

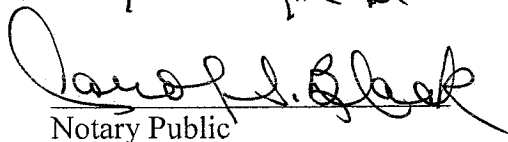
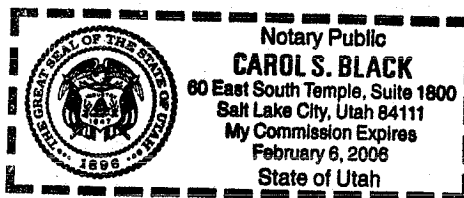
10. The foregoing constitutes the statement of "Kenneth E. Horton" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Kenneth E. Horton
Kirton & McConkie
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60 East South Temple
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Salt Lake City, UT 84145-0120
Main: (801) 328-3600
Direct: (801) 321-4897
Fax: (801) 321-4893

Subscribed and sworn before me
this 9 day of November 2005


Notary Public

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 9TH day of December, 2005, I caused to be served a true copy of the foregoing **AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**, by the method indicated below, to the following:

Attn: Marlane Melican, Esq.
Davis Polk & Wardell
450 Lexington Avenue
New York, NY 10017

☒ U.S. Mail, Postage Prepaid
☐ Hand Delivered
☐ Overnight Mail
☐ Facsimile

Attn: Marissa Wesley, Esq.
Simpson Thacher & Barlett LLP
425 Lexington Avenue
New York, NY 10017

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Attn: Alicia M. Leonhard, Esq.
U.S. Trustee
33 Whitehall Street
Suite 2100
New York, NY 10044

☒ U.S. Mail, Postage Prepaid
☐ Hand Delivered
☐ Overnight Mail
☐ Facsimile

Attn: Mark A. Broude, Esq.
Latham & Watkins
885 Third Avenue
New York, New York 10022

☒ U.S. Mail, Postage Prepaid
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Attn: General Counsel
Delphi Corporation
5725 Delphi Drive
Troy, MI 48094

☒ U.S. Mail, Postage Prepaid
☐ Hand Delivered
☐ Overnight Mail
☐ Facsimile

KIRTON & McCONKIE


Erin Cowles